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UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

ORACLE USA, INC., a Colorado corporation;
 ORACLE AMERICA, INC., a Delaware
 corporation; and ORACLE INTERNATIONAL
 CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;
 AND SETH RAVIN, an individual,

Defendants.

Case No. 2:10-cv-0106-LRH-PAL

**DECLARATION OF ZACHARY
 HILL IN SUPPORT OF ORACLE'S
 OPPOSITION TO DEFENDANTS'
 MOTION TO MODIFY THE
 PROTECTIVE ORDER**

1 I, Zachary Hill, declare as follows:

2 1. I am an attorney at Morgan Lewis & Bockius LLP, counsel of record in this
3 action for Plaintiffs Oracle USA, Inc., Oracle America, Inc., and Oracle International Corp.
4 (collectively, "Oracle"). I submit this declaration in support of Oracle's Opposition to
5 Defendants' Motion to Modify the Protective Order. I have personal knowledge of the facts set
6 forth in this declaration and would competently testify to them if called upon to do so.

7 **Oracle's Exhibit List**

8 2. I reviewed the exhibit list Oracle submitted with the parties' November 21, 2014
9 proposed Joint Pretrial Order. Dkt. 523, Appendix A. Oracle's exhibit list included
10 approximately 2,000 documents that Oracle designated "Highly Confidential – Attorneys' Eyes
11 Only" under the protective order in this action.

12 3. Approximately 1,850 of these documents are license agreements and other
13 contracts between Oracle and its customers, and associated documents. Many of these
14 documents have non-disclosure clauses. They also include lists of Oracle's customers, customer
15 relationship analyses, Oracle pricing information, and license and contract terms that Oracle has
16 negotiated with its customers.

17 4. The next largest group of "Highly Confidential – Attorneys' Eyes Only"
18 documents on Oracle's exhibit list a non-public, internal Oracle financial data regarding Oracle's
19 business practices.

20 5. The remaining documents include Oracle's intellectual property, competitive risk
21 analyses related to business strategies, and documents revealing business protocols related to
22 Oracle's investigation into Rimini's illegal downloads of millions of files of Oracle software and
23 support materials.

24 6. Oracle's exhibit list also includes documents produced by third parties that they
25 designated as "Highly Confidential – Attorneys' Eyes Only" under the protective order. These
26 documents include analyses of whether to contract with Rimini for various strategic reasons and
27 business protocols regarding contract approval and consideration of client references.

Documents Cited in Oracle's Opposition

7. Attached as Exhibit A is a true and correct copy of excerpts of the November 17 and 18, 2011 depositions of Seth Ravin.

8. Attached as Exhibit B is a true and correct copy of Oracle Deposition Exhibit 950, which was introduced during the November 18, 2011 deposition of Seth Ravin.

9. Attached as Exhibit C is a true and correct copy of Judge Trumbull's Order Following an Evidentiary Hearing in *Schlafly v. Public Key Partners, et al.*, No. 5:94-cv-20512-SW (PVT) (N.D. Cal. July 18, 1995).

10. Attached as Exhibit D is true and correct copy of an article entitled "To beat Oracle, find jurors who care about Leisure Suit Larry not Larry Ellison," which I accessed from theregister.co.uk, and which is available at http://www.theregister.co.uk/2015/02/27/to_beat_oracle_in_court_or_commerce_start_outside_california/.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration was executed at San Francisco, California on March 30, 2015.

By: _____


Zachary Hill